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September 7, 1977

SEP 8 1977

RECORDATION NO. 8945-A Date Filed & Recd \$ 10

Hon. H. G. Homme  
Acting Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

SEP 8 1977 - 11 10 AM  
CC Washington, D. C.  
INTERSTATE COMMERCE COMMISSION

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are six copies each of a First Amendment and Supplement to Conditional Sale Agreement made as of August 30, 1977 between Pullman Incorporated (Pullman Standard Division) and SSI Rail Corp.

Also enclosed is our check in the sum of \$10.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

This document relates to that certain Conditional Sale Agreement made as of August 10, 1977, filed and recorded with the Interstate Commerce Commission on August 18, 1977 at 2:30 p.m. and assigned recordation number 8945. Therefore, we respectfully request that the document submitted herein be cross-referenced to the aforementioned Conditional Sale Agreement and assigned recordation number 8945-A.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to the party delivering this letter on our behalf.

Very truly yours,

  
Martin D. Goodman  
Secretary

RECORDATION NO. 8945-A Filed & Recorded

FIRST AMENDMENT AND SUPPLEMENT TO CONDITIONAL SALE AGREEMENT made as of August 30, 1977. 8 1977-11 10 AM

INTERSTATE COMMERCE COMMISSION

W I T N E S S E T H:

WHEREAS, Pullman Incorporated, (Pullman Standard Division), a Delaware corporation (hereinafter called "Builder"), and SSI Rail Corp., a Delaware corporation (hereinafter called "SSI"), heretofore entered into a conditional sale agreement made as of August 10, 1977, filed and recorded with the Interstate Commerce Commission on August 18, 1977 at 2:30 p.m. and assigned Recordation No. 8945 (hereinafter called "the Conditional Sale Agreement,") providing for the construction, sale and delivery by Builder and the purchase by SSI of one hundred (100) 50'6", 70-ton capacity general purpose, single sheath boxcars, AAR Mechanical Designation XM, numbered NOPB 3000 through 3099 inclusive (hereinafter called "the Equipment"):

WHEREAS, Builder and SSI have agreed to change the numbers of the Equipment;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements hereinafter set forth, Builder and SSI hereby agree that the first sentence of Section 1 of the Conditional Sale Agreement is hereby deleted in its entirety and the following substituted in lieu thereof:

"Builder will construct one hundred (100) 50'6" 70-ton capacity general purpose, single sheath boxcars, numbered NOPB 3300 through 3399, inclusive ) such boxcars being hereinafter called the Equipment.)"

IN WITNESS WHEREOF, the parties hereto have executed this instrument to be executed under the respective seals of the undersigned all as of the date first above written.

PULLMAN INCORPORATED  
(PULLMAN STANDARD DIVISION)

By [Signature]  
Title Vice President-Freight Unit

ATTEST:

[Signature]  
Assistant Secretary

SSI RAIL CORP.

By [Signature]  
Title President

ATTEST:

[Signature]

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 1<sup>st</sup> day of September, 1977, before me personally appeared A. J. Olsen, to me personally known, who, being by me duly sworn, says that he is Vice President - Freight Unit of Pullman Incorporated (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Christine Shier  
Notary Public

My Commission expires: September 3, 1979

STATE OF CALIFORNIA )  
 ) SS:  
CITY AND COUNTY OF )  
SAN FRANCISCO

On this 7<sup>th</sup> day of September, 1977, before me personally appeared William J. Texido, to me personally known, who, being by me duly sworn, says that he is President of SSI Rail Corp., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Terry L. Russell  
Notary Public

[Notarial Seal]

My Commission expires:

